



Companies House

# CS01<sub>(ef)</sub>

## Confirmation Statement

Company Name: **Heat Exchange Group Limited**

Company Number: **06428860**



Received for filing in Electronic Format on the: **15/12/2021**

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Company Name: **Heat Exchange Group Limited**

Company Number: **06428860**

Confirmation **16/11/2021**

Statement date:

# Statement of Capital (Share Capital)

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<b>Class of Shares:</b>	<b>A</b>	Number allotted	<b>14000</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>140</b>
Currency:	<b>GBP</b>		

Prescribed particulars

**1. VOTING RIGHTS AT SHAREHOLDER LEVEL: 1.1 ENTITLEMENT TO VOTING RIGHTS SAVE IN THE CASE OF A DEEMED TRANSFER EVENT UNLESS THE MAJORITY A SHAREHOLDER EXERCISES ITS RIGHT UNDER ARTICLE 12.10 OF THE ARTICLES OF ASSOCIATION ("ARTICLES"). 1.2 THE MAJORITY A SHAREHOLDER SHALL HAVE IN AGGREGATE SUCH NUMBER OF VOTES AS SHALL BE REQUIRED TO PASS OR REJECT EACH RESOLUTION PROPOSED TO THE MEMBERS WHETHER IN A MEETING OF THE MEMBERS OR BY WAY OF A WRITTEN RESOLUTION. 2. VOTING RIGHTS AT DIRECTOR LEVEL: THE A SHAREHOLDER DIRECTOR (AS DEFINED BELOW) HAS THE RIGHT TO EXERCISE AN ENHANCED VOTE IN CERTAIN CIRCUMSTANCES IN ACCORDANCE WITH THE PROVISIONS OF ARTICLE 23 (VOTING RIGHTS OF DIRECTORS). 3. PARTICIPATION IN DIVIDENDS AND DISTRIBUTIONS: ENTITLED TO PARTICIPATE IN DIVIDENDS AND DISTRIBUTIONS OF THE COMPANY SAVE IN THE CASE OF A DEEMED TRANSFER EVENT UNLESS THE MAJORITY A SHAREHOLDER EXERCISE ITS RIGHT UNDER ARTICLE 12.10. 4. RIGHT TO PARTICIPATE ON A SALE OR AN ASSET DISPOSAL (AS SUCH TERMS ARE DEFINED BELOW IN ACCORDANCE WITH THE PROVISIONS OF ARTICLE 6 (SALE) 5. RIGHTS ON A RETURN OF CAPITAL OR OTHER DISTRIBUTION: ENTITLED TO PARTICIPATE IN SUCH MATTERS SAVE IN THE CASE OF A DEEMED TRANSFER EVENT UNLESS THE MAJORITY A SHAREHOLDER EXERCISES ITS RIGHT UNDER ARTICLE 12.10. 5. REDEEMABLE/LIABLE TO REDEMPTION: THE A SHARES ARE NOT REDEEMABLE OR LIABLE TO REDEMPTION.**

<b>Class of Shares:</b>	<b>B</b>	Number allotted	<b>6000</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>60</b>
Currency:	<b>GBP</b>		

Prescribed particulars

1. VOTING RIGHTS: ENTITLEMENT TO VOTING RIGHTS SAVE IN THE CASE OF: 1.1 A DEEMED TRANSFER EVENT UNLESS THE MAJORITY A SHAREHOLDER EXERCISE ITS RIGHT UNDER ARTICLE 12.10 OF THE ARTICLES; OR 1.2 A BREACH OF ARTICLES 10 (RESTRICTIONS ON TRANSFERS AND PERMITTED TRANSFERS) OR 11 (PRE-EMPTION RIGHTS ON TRANSFERS OF SHARES) IN WHICH CASE THE RIGHTS ATTACHED TO SUCH SHARES SHALL CARRY NO RIGHTS UNTIL THE BREACH IS RECTIFIED OR B SHARES TRANSFERRED IN ACCORDANCE WITH ARTICLE 10. 2. PARTICIPATION IN DIVIDENDS AND DISTRIBUTIONS: ENTITLED TO PARTICIPATE IN DIVIDENDS AND DISTRIBUTIONS OF THE COMPANY SAVE IN THE CASE OF A DEEMED TRANSFER EVENT UNLESS THE MAJORITY A SHAREHOLDER EXERCISES ITS RIGHTS UNDER ARTICLE 12.10. 3. RIGHT TO PARTICIPATE ON A SALE OR AN ASSET DISPOSAL (AS SUCH TERMS ARE DEFINED BELOW IN ACCORDANCE WITH THE PROVISIONS OF ARTICLE 6 (SALE). 3. RIGHTS ON A RETURN OF CAPITAL OR OTHER DISTRIBUTION: ENTITLED TO PARTICIPATE IN SUCH MATTERS SAVE IN THE CASE OF A DEEMED TRANSFER EVENT UNLESS THE MAJORITY A SHAREHOLDER EXERCISES ITS RIGHT UNDER ARTICLE 12.10. 4. REDEEMABLE/LIABLE TO REDEMPTION: THE B SHARES ARE NOT REDEEMABLE OR LIABLE TO REDEMPTION. DEFINED TERMS: CONTROL: HAS THE MEANING PRESCRIBED BY SECTION 1124 OF THE CORPORATION TAXES ACT 2010 AND CONTROLLED SHALL BE INTERPRETED ACCORDINGLY. A SHAREHOLDER DIRECTOR: THE DIRECTOR DESIGNATED FROM TIME TO TIME TO HOLD SUCH POSITION PURSUANT TO ARTICLE 18.6 OF THE ARTICLES (I.E BY THE MAJORITY A SHAREHOLDER). ASSET DISPOSAL: THE MAKING OF ONE OR MORE AGREEMENTS (WHETHER CONDITIONAL OR NOT BUT WHICH AGREEMENT(S) BECOMES(S) UNCONDITIONAL FOR THE DISPOSAL (WHETHER BY WAY OF SALE, TRANSFER, OR OTHERWISE) OF ALL OR A SUBSTANTIAL PART THE BUSINESS, ASSETS, PROPERTY OR UNDERTAKING OF THE COMPANY ( GREENS POWER HOLDINGS LIMITED) OR ANY OF ITS SUBSIDIARY COMPANIES OR UNDERTAKINGS, WHETHER IN ONE TRANSACTION OR A SERIES OF TRANSACTIONS. MAJORITY A SHAREHOLDER: WHILST ANY MEMBER OF THE RCAPITAL GROUP IS THE HOLDER OF ANY A SHARES, SUCH TERM MEANS SUCH MEMBER OF THE RCAPITAL GROUP ( OR IF MORE THAN ONE, THE HOLDER OF THE MAJORITY IN NUMBER OF THE ISSUED A ORDINARY SHARES) BUT OTHERWISE THE TERMS MEANS THE HOLDER FOR THE TIME BEING OF THE MAJORITY IN NUMBER OF THE ISSUED A SHARES. RCAPITAL GROUP: ANY ONE OR MORE OF RCAPITAL NOMINEES LIMITED (COMPANY NUMBER:05146620), RCAPITAL LIMITED (COMPANY NUMBER:06375700) RCAPITAL G.P. LIMITED (COMPANY NUMBER: 07105764), RCAPITAL FUND I.L.P ( REGISTRATION NUMBER: LP013733) PF RCAPITAL PARTNERS LLP (REGISTRATION NUMBER: OC341157) OR ANY COMPANY, PARTNERSHIP, LIMITED

LIABILITY PARTNERSHIP, LIMITED PARTNERSHIP, INVESTMENT FUND OR OTHER SIMILAR ENTITY CONTROLLED BY THOSE PRESENTLY HAVING CONTROL OF RCAPITAL NOMINEES LIMITED. SALE: THE MAKING OF ONE OR MORE AGREEMENTS (WHETHER CONDITIONAL OR NOT BUT WHICH AGREEMENT(S) BECOMES(S) UNCONDITIONAL) FOR THE DISPOSAL, TRANSFER, PURCHASE, SUBSCRIPTION OR RENUNCIATION OF: (1) THE ENTIRE ISSUED SHARE CAPITAL OF THE COMPANY OR (2) THE COMPANY'S SHAREHOLDING IN GREENS POWER LIMITED (3).

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**Statement of Capital (Totals)**

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Currency:	<b>GBP</b>	Total number of shares:	<b>20000</b>
		Total aggregate nominal value:	<b>200</b>
		Total aggregate amount	<b>0</b>
		unpaid:	

# Full details of Shareholders

The details below relate to individuals/corporate bodies that were shareholders during the review period or that had ceased to be shareholders since the date of the previous confirmation statement.

Shareholder information for a non-traded company as at the confirmation statement date is shown below

Shareholding 1:	<b>13000 A ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>RCAPITAL NOMINEES LIMITED</b>
Shareholding 2:	<b>1000 A ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>ASHLEY CHARLES ANDERSON REEK</b>
Shareholding 3:	<b>1000 transferred on 2020-11-27 5000 B ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>MATTHEW CREWE</b>
Shareholding 4:	<b>1000 B ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>HEG ENGINEERING HOLDINGS LIMITED</b>
Shareholding 5:	<b>1000 transferred on 2021-07-20 0 B ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>SARAH ELIZABETH LOUISE RIGBY</b>

## **Confirmation Statement**

I confirm that all information required to be delivered by the company to the registrar in relation to the confirmation period concerned either has been delivered or is being delivered at the same time as the confirmation statement

# Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager,  
Judicial Factor